

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

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ELITE PHYSICIAN SERVICES, LLC,

Plaintiff,

-against-

CITICORP PAYMENT SERVICES, INC.,

Defendant.
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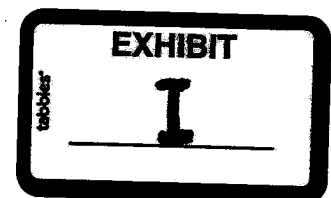
No. 1:06-cv-02447-BSJ

**AFFIRMATION OF
KEITH B. DRESSLER IN
SUPPORT OF MOTION
TO VOLUNTARILY
DISMISS**

Dr. Keith B. Dressler affirms under penalty of perjury:

1. I am a resident of Hamilton County, Tennessee and one of the two principals of Elite Physician Services, LLC ("Elite"). I am employed as an orthodontist in Chattanooga, Tennessee. I have personal knowledge of the matters set forth herein. This affirmation is provided in support of Elite's Motion to Voluntarily Dismiss Without Prejudice.

2. In 2002, I was approached by representatives of Citi Commerce Solutions, which I understood to be a Citigroup, Inc. affiliate located in Deerfield, Illinois. Representatives of Citi Commerce Solutions asked Elite to enter into a business relationship relating to the health-care patient financing industry. During Elite's primary negotiations, it was represented to Elite in correspondence, on business cards and in discussions that Elite was dealing with agents of Citi Commerce Solutions or Citi Cards.

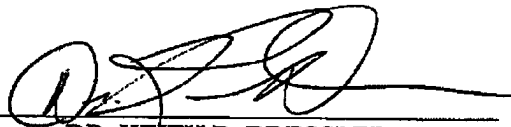


3. It was not until April 2003, the same month that Elite signed a Master Services Agreement (the "Agreement") with Citicorp Payment Services, Inc ("CPSI"), that I became aware that Elite's contract would be with CPSI and not with Citi Commerce Solutions. Before that time, I had never heard of CPSI as an entity or business name. In fact, preliminary drafts of contracts dating from mid-March 2003 provided that the agreement was to be between Elite and "Citicorp Commerce Solutions, Inc." or "Citicorp Credit Services, Inc. (USA), d.b.a. Citi Commerce Solutions." However, the final form of the Agreement as provided to Elite only weeks later named CPSI as the contracting party.

4. I have never met Julie Pukas, who executed the Agreement as "president" of CPSI. I have also never met or talked with representatives of CPSI who were not, in my experience and to my knowledge and belief, also primarily affiliated with Citicorp Credit Services, Inc. (USA), Citicorp Credit Services, Inc., Citi Commerce Solutions or Citi Cards.

5. The Agreement entered into on or about April 9, 2003 was between CPSI and Elite, and Citicorp Credit Services, Inc. (USA) was not a party to the Agreement.

Executed on this 25TH day of October, 2006 in Hamilton County, Tennessee.


DR. KEITH B. DRESSLER
Member, Elite Physician Services, LLC